

## **Exhibit “F”**

**BILL OF SALE AND ASSIGNMENT**

Sovereign Bank (the "Seller"), for value received and pursuant to the terms and conditions of that certain Asset Sale Agreement dated November 16, 2010 between the Seller and Lancaster Capital Services, LLC, Assignee of Central Penn Capital Management, LLC (the "Buyer"), does hereby sell, assign, transfer and convey to Buyer, its heirs, administrators, representatives, successors and assigns, all rights, title and interests of the Seller, as of the date hereof, in, to and under the Asset(s) described in the Asset Sale Agreement.

THIS BILL OF SALE AND ASSIGNMENT IS EXECUTED WITHOUT RECOURSE AND WITHOUT REPRESENTATIONS OR WARRANTIES OF ANY KIND OR NATURE, EXPRESSED, IMPLIED OR IMPOSED BY LAW, EXCEPT AS PROVIDED IN THE ASSET SALE AGREEMENT.

EXECUTED this 24th day of November 2010.

SELLER: Sovereign Bank

By: 

Saraday M. Yockel  
Its: Vice President